

BY-LAWS OF CENTRAL VALLEY YOUTH BASEBALL ASSOCIATION

ARTICLE I: NAME

The name of this organization is the "Central Valley Youth Baseball Association" referred to in these By-Laws as "CVYBA."

ARTICLE II: PURPOSE

The purpose of this organization is to provide an opportunity for students in the communities of Center Township, the Borough of Monaca and the Central Valley School District (to play baseball competitively and to develop life skills, promote social relationships, develop and advance community spirit, encourage and provide community service opportunities, and foster an interest in baseball, encourage scholastic achievement and help fulfill the financial obligations of the players.

The mission of the Central Valley School District, striving for educational excellence through partnerships with the student, family, and community, is to provide the individual student with necessary skills to function competitively and with integrity in a diverse global society. It will be the mission of the CVYBA to support the mission of the Central Valley School District. To that end, the Central Valley Youth Baseball Association will ensure that playing opportunities for kids from K-12 exist within the Central Valley School District, including supporting Central Valley Youth teams, Middle School teams and High School teams (the "Central Valley Baseball Teams"). It shall be paramount that the CVYBA ensure a safe, positive and caring environment for its players, member families and the community.

ARTICLE III: MEMBERSHIP

SECTION 1: DEFINITION

The membership ("Members") shall consist of the parents and/or guardians of any child who:

- (1) attends school within the Central Valley School District, and meets all eligibility rules;
- (2) is selected for one of the Central Valley Youth Baseball teams; and meets all eligibility rules

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- (3) pays the registration fee (if any) set by the Board of Directors, or who has accepted a needs based scholarship, based upon the criteria adopted by the Board of Directors, and meets all eligibility rules.

To maintain membership within CVYBA the parent or guardian must maintain a status of good standing within CVYBA. Coaches, assistant coaches and managers will also be members of CVYBA.

Interested persons in the community may also join the CVYBA by appointment, or petition to the Board; and shall be admitted as Members only by vote of a simple majority of the Board.

SECTION 2: RIGHTS AND RESPONSIBILITIES

1. Each family in good standing will be entitled to one (1) vote for each participating players on the Central Valley Youth Baseball Teams. Each coach and one (1) assistant coach per team will also be entitled to vote.
2. To maintain good-standing in CVYBA each member must be current in all dues and fees required by either the By-Laws or the administration of the program, and must attend 50% of the general membership meetings in the previous calendar year.
3. The budget for the upcoming year will be voted on for approval by the Board.

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1: RIGHTS AND RESPONSIBILITIES

1. The affairs of the CVYBA shall be managed by its Board of Directors who shall be members of CVYBA and who shall be elected by the membership by a majority vote. In addition to all other duties, the Board of Directors will select youth head coaches when the positions become available. If requested by the Central Valley School District, the Board of Directors is hereby authorized to assist in the selection and maintenance of High School and Middle School head and assistant coaches.
2. The board shall hold regular meetings in addition to the annual membership meeting.

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3. The Board of Directors will retain the authority to suspend a member(s) of the Youth coaching staff.

SECTION 2: MAKE UP OF THE BOARD

1. The business of CVYBA shall be managed and controlled by a Board of no less than six (6) and no more than ten (10) Directors.
2. The Board of Directors shall consist of at least the following executive officers:
 - a.) President
 - b.) Vice President
 - c.) Secretary
 - d.) Treasurer
 - e.) Player Agent Director - Liaison from Youth Program (parent or guardian must have a player in Youth Program)
 - f.) Fundraising / Team Sponsor Director

SECTION 3: MAJORITY

A majority of the Board of Directors shall constitute a quorum for the transaction of business.

SECTION 4: COMPENSATION

Directors shall not receive any monetary compensation or other benefits for their services as Directors but may be reimbursed for necessary expenses as approved by the Board of Directors. Written expense reimbursement requests must be presented to the Treasurer and be approved by the Board of Directors for all expenses for which reimbursement is requested.

SECTION 5: ELECTION OF BOARD MEMBERS & OFFICERS

1. The Secretary shall, prior to the Annual Membership Meeting, be responsible for administering the nomination process.
2. The Secretary will solicit nominations from the entire membership for each Board of Director position by U.S. Mail or email. This slate of nominees will

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be presented by the Secretary at the Annual Membership, typically held in September or October, where additional nominations may be taken from the floor.

3. Additional nominations from the floor will be recorded at the meeting on the ballot at the Annual Membership Meeting, prior to a vote of the general membership. Ballots will be distributed at the Annual Membership Meeting. If possible, the ballots will be counted and the results announced at this meeting. Otherwise, the results must be announced to the membership by mail or email within one week of the election.
4. Each Director will be elected to serve a minimum two (2) year term. To help insure continuity of operations, staggered two year terms will be arranged so that a minimum of three directors are elected each year. From the elected directors, the officer positions of Secretary, Treasurer and Liaison from the Youth Program shall initially have a three (3) year term and then those positions will have two year term thereafter.
5. New board members and officers will assume their duties as soon as practicable following their election, but in no case any later than October 31 of each year.

SECTION 6: VACANCIES

Upon vacancy of any office, the Secretary will solicit nominations from the entire membership and present this list of interested nominees to the board, and if the Vice President is unable, or said position is open, then it shall fall upon the President to accomplish said task. The vacancy shall be filled by a vote of the remaining board members and the person selected will hold office until elections are held at the next Annual Membership Meeting.

SECTION 7: REMOVAL

1. Should an officer or board member fail to perform their duties or other circumstances warrant possible removal from the board, the Board of Directors will investigate the issue and issue a written report concerning its investigation.
2. Should the Board of Directors recommend removal, the board member/officer will be given the opportunity to resign or present the issue to the membership at

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a membership meeting and have the removal question decided by a vote of the membership.

ARTICLE V: DUTIES OF OFFICERS & BOARD MEMBERS

SECTION 1: PRESIDENT

The duties of the President are:

1. To serve as chairperson of the Board of Directors.
2. To insure that CVYBA operates within the By-laws.
3. To preside over all board meetings using "Roberts Rules of Order" as a guideline.
4. Set the time and place of all membership and board meetings.
5. To authorize payment of bills and other expenditures which necessitate action between board meetings, which shall be voted on for ratification at the next board meeting.
6. To make annual reports showing the condition of the affairs of the CVYBA, and the yearly activities of the CVYBA.
7. To direct communication with the Central Valley School District Athletic Director and any executive director of governing associations, organizations and leagues in which the players may wish to participate.
8. To appoint all committee chairpersons and other committee chairpersons as needed. The President can delegate such duties to other Board Members as he/she deems appropriate.

SECTION 2: VICE PRESIDENT

The duties of the Vice President are:

1. To assume the duties of the President or other Board Members in their absence.

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2. To automatically become President if for any reason the office of President becomes vacant until that vacancy is filled per Article IV: Section 6 of these By-laws.
3. To direct communications with the press.
4. To direct legally compliant recruiting activities.
5. To oversee all parent, volunteer, coach training on legal compliance and child health and safety. To that end, at the beginning of each meeting, the Vice President shall report to the members regarding parent, volunteer, coach legal compliance and child health and safety program. It shall be paramount that the CVYBA ensure a safe, positive and caring environment for its wrestlers, member families and the community. The Vice-President shall ensure that all volunteers have obtained their clearances through the Pennsylvania State Police, and in accordance with the policies and procedures of the Central Valley School District that he/she shall maintain in strict confidentiality.

SECTION 3: SECRETARY

The duties of the Secretary are:

1. To record minutes of all CVYBA meetings, meetings of the Board of Directors, and meetings of any other executive committee meetings that may be established.
2. To notify the membership of all practice times, games, and meetings.
3. To acquaint prospective and new members with CVYBA policies.
4. To keep and up-to-date roster of players and members of all Central Valley Youth Baseball Teams.
5. To keep on file a copy of the By-laws and amendments and make a copy of same available to every member that requests said By-laws.

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6. To make available to the various officers and/or committees, any CVYBA records or documents that are necessary for the performance of their duties; and upon request, to make these records or documents available to any member in good standing.
7. To take roll call of board members and attendance of players' representative at each meeting.
8. To provide to incoming board members within two weeks of their election, a copy of the duties of each office.

SECTION 4: TREASURER

The duties of the Treasurer are:

1. To keep current financial records of CVYBA and provide a written report at each Board of Directors and membership meeting.
2. To maintain records of the CVYBA checking account and any other bank account of CVYBA.
3. To alert the Board of Directors of any delinquent accounts.
4. To keep the board members advised of the financial condition of CVYBA by submitting a written balanced statement at each board meeting.
5. To provide the Board of Directors with a proposed budget for a vote for the upcoming year.
6. To provide the membership with a summary report of the income and expenses of CVYBA at each Annual Membership Meeting.
7. To deposit all funds of CVYBA upon receipt.
8. To initiate a payment policy, with Board approval, of individual accounts.
9. To file any required filings with the United States Internal Revenue Service and the Commonwealth of Pennsylvania Departments of State and Revenue.

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SECTION 5: Player Agent - YOUTH LIAISONS, and Fundraising / Team Sponsor Director

The duties of these two members include:

1. To be responsible for the inventory of all equipment and shall seek the best quality at the best price for all new purchases as directed by the Board.
2. To receive reports from the Central Valley Youth Baseball Teams and keep the Board informed of these reports.
3. To represent CVYBA at all association, organization and league meetings and keep the membership informed of actions taken at these meetings.
4. To distribute and keep records of game tickets, if any, or assign a CVYBA member to do same.
5. To maintain communications with the head coaches concerning all paperwork for the League dealing with team registrations.
6. Any other duties deemed necessary, including the recruiting of players for the Central Valley Baseball teams.
7. To direct all fund raising activity
8. To maintain all sponsor relationships

Officers and Board Members are expected to attend regularly scheduled monthly board meetings. Failure to attend five or more regularly scheduled monthly meetings may be considered cause for removal from the Board of Directors.

ARTICLE VI: CONTRACTS, CHECK, DEPOSITS, AND REFUNDS

SECTION 1: CONTRACTS

The Board of Directors must approve all contracts and contractual obligations on behalf of CVYBA prior to entering into such contracts.

SECTION 2: CHECKS

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All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of CVYBA shall be signed by the Treasurer or the President or Secretary. In the case that the dollar amount exceeds \$500, *two of the aforementioned officers must sign.*

SECTION 3: DEPOSITS

All funds of CVYBA shall be deposited upon receipt to the credit of CVYBA in such banks or other depositories as selected by the Board of Directors.

ARTICLE VII: COACHES AND THEIR ASSISTANTS

SECTION 1: COACHES

Any coach volunteering, approved for participation, or recommended to take up coaching responsibilities, shall be of high moral character. All decisions regarding field time, including selection of players for teams and amount of field time for each player, are entirely in the hands of the particular head coach.

1. Additional duties of the coaches are as follows:
 - a. To provide instruction for all players equally.
 - b. To coordinate and supervise all practices, including tournament activity.
 - c. To coach or provide a substitute coach for all regular season games, tournaments and scrimmage games.
 - d. To foster and encourage good sportsmanship among the players and member families.
 - e. Players, coaches and families shall abide by the CVYBA Code of Conduct.
2. Any physical or verbal abuse including the use of profanity by coaches or players or parents is strictly prohibited.

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3. All coaches will receive Act 34 clearance, background checks; and shall participate in training made available by the CVYBA, or its designee, in order to ensure instances of abuse are prevented. See Article V- Section 2-Subsection 6.

SECTION 2: HEAD COACHES

1. The Head Coaches shall coach their particular team.
2. The Head Coach for each particular team shall interview prospective assistant coaches and volunteers, and if the Head Coach deems that the candidate has sufficient character, skills and temperament, the Head Coach will request the approval of the Board to appoint the individual as an assistant coach or volunteer.
3. The Head Coaches will be responsible for the actions of all assistant coaches and volunteers.

SECTION 3: ASSISTANT COACHES

1. Assistant Coaches shall support the philosophy of the Head Coaches.
2. Assistant Coaches shall perform the duties of the Head Coach if he/she is not available upon request of the Head Coach.

SECTION 4: REMOVAL OF COACHES AND VOLUNTEERS

1. Should a coach, assistant or volunteer fail to perform their duties or other circumstances warrant possible removal, the Board of Directors will investigate the issue and issue a written report concerning its investigation.
2. Should the Board recommend removal, any Head Coach, assistant coach or volunteer, will be given the opportunity to resign or present the issue to the membership at a membership meeting.
3. The Board-retains the responsibility to make the final decision regarding the coaching personnel decisions with the Youth program.

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ARTICLE VIII: BY — LAWS

SECTION 1. AMENDMENTS

Any amendments shall be presented to the By-laws Committee twenty (20) days prior to the Annual Membership Meeting. The Secretary will send each member a copy of amendment(s) one (1) week prior to the meeting where it will be presented for discussion. The amendments will be voted on at the Annual Membership meeting per Article IX Section 2.

SECTION 2: RATIFICATION

These by-laws will become effective upon ratification per Article IX Section 2. By-laws are to be read and discussed at one Board meeting and voted on at the Annual Membership Meeting.

ARTICLE IX: PARLIMENTARY AUTHORITY

SECTION 1: LIMITATION OF DISCUSSION

Each person shall be permitted to speak no more than *five minutes* on each subject. This rule may be waived by the President by motion from any board member.

SECTION 2: VOTING

At the Annual Membership Meeting, a quorum shall consist of 3 Members of the Board of Directors and at least 5 CVYBA members (not counting 3 Members of the Board of Directors). All matters being voted on must pass by a majority vote. In the appropriate situation, the Rule of Necessity may be invoked.

SECTION 3: SPECIAL MEMBERSHIP MEETING

A special meeting of members may be called at any time by the President, or upon written request signed by at least three (3) members of the Board of Directors, or upon written request and signed by at least fifteen (15) members of CVYBA. Due notice of a special meeting showing the purpose thereof, shall be given to the membership not less than ten (10) days prior thereto by U.S. Mail or email.

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SECTION 4: ROBERT’S RULES

The manual “Robert’s Rules of Order, Revised.” Will serve as a guideline of the Association not herein provided for.

ARTICLE X: CONFLICT OF INTEREST AND FRAUD PREVENTION

SECTION 1. CONFLICT OF INTEREST

I. Purpose:

The purpose of the following policy and procedures is to prevent the personal interest of members of the Board of Directors, members and volunteers from interfering with the performance of their duties to the CVYBA and to prohibit personal financial or political gain on the part of such persons at the expense of the CVYBA or its members, supporters and other stakeholders.

II. Statement of Policy:

Anyone in a position to make decisions about spending the CVYBA resources, *i.e.*, transactions such as purchases or contracts, who also stands to benefit from that decision has a duty to disclose that conflict as soon as it arises (or becomes apparent) and she/he should not participate in any final decisions relating to such purchasing or contracting.

III. Necessity for Full Disclosure:

Full disclosure of all conflicts of interest by notice shall be in writing, shall be made by the interested parties to the full Board of Directors, and includes, but not limited to the following:

- A. A board member is related to another board member or member by blood or marriage.
- B. A board member in a supervisory capacity that is related to another member whom she/he supervises.

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- C. A board member or their organization, family, business, or employer and benefits from a CVYBA transaction or board member of such organization business receives payment from the CVYBA for any subcontract, goods or services other than as part of her/ his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.
- D. A board member's organization receives grant funding from the CVYBA.
- E. A board member or member is a member of the governing body of a contributor to CVYBA.
- F. A volunteer working on behalf of the CVYBA who meets any of the situations or criteria listed above.

IV. Procedures for Addressing Conflicts of Interest:

- A. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so, the Board of Directors shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect the CVYBA's best interests. Both votes shall be by a majority vote without counting the vote of any interested director, even if the disinterested directors are less than a quorum.
- B. An interested member of the Board of Directors, officer or member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present member of the Board of Directors or committee.

V. Distribution:

- A. These By-Laws shall be given to all members of the Board of Directors, members, volunteers or other key stakeholders upon commencement of such person's relationship with the CVYBA.

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SECTION 2. FRAUD PREVENTION POLICY

I. PURPOSE:

To ensure that the CVYBA Board of Directors and members avoid fraud or related misconduct, and conduct themselves in accordance with high ethical standards in reporting, investigating and resolving fraud or related misconduct as defined in Section 1 of this policy.

II. STATEMENT OF POLICY:

1. Fraud is defined as a willful or deliberate act with the intention of obtaining an unauthorized benefit, such as money or property, by deception or other unethical means. All fraudulent acts or related misconduct are included under this policy and include, but are not limited to, such activities as:
 - Embezzlement, theft, misappropriation or other financial irregularities.
 - Forgery or alteration of documents (checks, time sheets, contractor agreements, purchase orders, other financial documents, electronic files).
 - Improprieties in the handling or reporting of financial transactions.
 - Misappropriation of funds, securities, supplies, inventory or any other asset (such as furniture, fixtures, equipment, materials), including assets of the CVYBA, our members, suppliers, or others with whom we have a business relationship.
 - Authorizing or receiving payment for goods not received or services not performed.
 - Authorizing or receiving payments for hours not worked or expenses not accrued and documented.
2. Fraud and related misconduct will not be tolerated. Members of the Board of Directors, coaches or members found to have participated in such conduct will be subject to disciplinary action, up to and including expulsion from the CVYBA.

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3. Members of the Board of Directors, coaches or members are expected to use their best efforts to recognize risks and exposures inherent to their areas of responsibility and to be aware of indications of fraud and related misconduct. Any reprisal against any employee or other reporting individual because that individual, in good faith, reported a violation is strictly forbidden. Any Members of the Board of Directors, coaches or members who knows or has reason to know of fraud or related misconduct shall report that to the President of the Board of Directors. If the President of the Board of Directors of the CVYBA is involved in fraud or related misconduct, that shall be reported to the Beaver County District Attorney, the Center Township Police Chief, the Superintendent of the Central Valley School District or the President of the Central Valley School District Board of Directors.
4. When fraud or related misconduct is reported an appropriate investigation and all necessary action will be undertaken. All investigations of alleged wrongdoing will be conducted in accordance with applicable laws and library procedures.
 - All Members of the Board of Directors, coaches or members necessary to the investigation will cooperate fully in the investigation.
 - Members of the Board of Directors, coaches or members should direct all inquiries from any individual who is believed to be involved in fraud or related misconduct, his or her representative, or his or her attorney, and all inquiries from the media to the President of the Board of Directors, the Central Valley School District Superintendent or the Center Township Police Department, as appropriate.
 - Neither the existence nor the results of investigations or other follow up activity will be disclosed or discussed with anyone other than those persons who have a legitimate need to know in order to perform their duties and responsibilities effectively.
 - The Central Valley School Board Solicitor will be notified and involved in the investigation whenever appropriate.

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- Once the investigation is completed the Board of Directors will take

one or more of the following steps:

- Consult with the Central Valley School Board Solicitor.
- Take appropriate action and steps to minimize recurrence.
- Report the results of the investigation to the CVYBA Board of Directors and the Central Valley School District Board of Directors whenever appropriate.

ARTICLE XI: DISSOLUTION

The Central Valley Youth Baseball Association has made application to the United States Department of Treasury – Internal Revenue Service for recognition of exemption under Section 501(c)(3) of the Internal Revenue Code. Should the Central Valley Youth Baseball Association dissolve, any of its remaining assets shall be used exclusively for exempt purposes under Section 501(c)(3).

CVYBA Board Approval

President

Vice President

Treasurer

Secretary

Player Agent

Fundraising/Team Sponsor Director